

**CIRCULAR TO SHAREHOLDERS OF**

**UBS (IRL) ETF PLC**

*(an umbrella investment company with variable capital incorporated with limited liability in Ireland and having segregated liability between sub-funds. The Company is authorised and regulated by the Central Bank)*

**PROPOSED STOCK SPLIT**

OF

**THE (HEDGED TO CHF) A-ACC CLASS OF SHARES OF UBS (IRL) ETF PLC – S&P 500 UCITS ETF**

**THE (HEDGED TO CHF) A-ACC CLASS OF SHARES OF UBS (IRL) ETF PLC – MSCI WORLD SOCIALLY RESPONSIBLE UCITS ETF**

AND

**THE (HEDGED TO CHF) A-ACC CLASS OF SHARES OF UBS (IRL) ETF PLC – S&P 500 ESG UCITS ETF**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN, YOU SHOULD IMMEDIATELY CONSULT YOUR STOCKBROKER, BANK MANAGER, LEGAL ADVISER, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISOR.**

If you have sold or otherwise transferred your UBS (Irl) ETF Plc, please send this document and the accompanying proxy form to the purchaser or transferee or to the stockbroker, bank manager, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee, as soon as possible.

**The stock split is subject to the approval of the Shareholders of UBS (Irl) ETF Plc.**

**26 July 2024**

**THE ACTION REQUIRED TO BE TAKEN IS SET OUT ON PAGE 7.**

**NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF UBS (IRL) ETF PLC TO BE HELD AT 10 A.M. (IRISH TIME) ON 20 AUGUST 2024 AT THE COMPANY'S REGISTERED OFFICE AT SECOND FLOOR, 5 EARLSFORT TERRACE, DUBLIN 2, IRELAND IS SET OUT AT SCHEDULE B HERETO.**

**FORMS OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF UBS (IRL) ETF PLC SHOULD BE RETURNED BY 10 A.M. (IRISH TIME) ON 19 AUGUST 2024 ARE AT SCHEDULE B HERETO.**

**For investors trading shares through Clearstream, the Form of Proxy should be returned to:**

- **Clearstream electronically via COL/XACT/MT565 Swift**

**Alternatively, the Form of Proxy can be returned to:**

**Dechert Secretarial Limited  
Second Floor  
5 Earlsfort Terrace  
Dublin D02 CK83  
Ireland**

**Facsimile: +353 1 6335845  
Email: [dbnfsfgcorporatesecretary@dechert.com](mailto:dbnfsfgcorporatesecretary@dechert.com)**

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## Definitions

Capitalised terms used herein shall bear the same meanings as capitalised terms used in the Prospectus unless otherwise defined. A copy of the Prospectus is available upon request during normal business hours from the registered office of the Company or from the local representative of the Company in any jurisdiction in which the Company is registered for public distribution.

**“Board”** the board of directors of the Company;

**“Central Bank”** the Central Bank of Ireland;

**“Classes of Shares”**

Fund	Class of Shares	ISIN
UBS (Irl) ETF Plc – S&P 500 UCITS ETF	hedged to CHF) A-Acc	IE00BD34DB16
UBS (Irl) ETF Plc – MSCI World Socially Responsible UCITS ETF	hedged to CHF) A-Acc	IE00BK72HT65
UBS (Irl) ETF Plc – S&P 500 ESG UCITS ETF	hedged to CHF) A-Acc	IE00BHXMHN35

**“Circular”** this circular to be issued to Shareholders;

**“Company”** UBS (Irl) ETF Plc, an open-ended umbrella investment company with variable capital and with segregated liability between sub-funds incorporated with limited liability in Ireland under the Companies Act 2014 of Ireland and established as an undertaking for collective investment in transferable securities pursuant to the UCITS Regulations (as defined below);

**“Company Secretary”** Dechert Secretarial Limited;

**“Constitution”** the constitution of the Company comprising the memorandum of association and articles of association of the Company, as amended by all Special Resolutions passed up to and including 15 January 2024;

**“Directors”** the directors of the Company;

**“Funds”** UBS (Irl) ETF Plc – S&P 500 UCITS ETF, UBS (Irl) ETF Plc – MSCI World Socially Responsible UCITS ETF and UBS (Irl) ETF Plc – S&P 500 ESG UCITS ETF, each a sub-fund of the Company;

**“EGM”** the extraordinary general meeting of the Shareholders to approve the Stock Split;

**“Resolution”** the resolution to be considered at the EGM, as set out in Schedule B;

**“Prospectus”** the prospectus of the Company, together the Supplements or addenda thereto;

**“Shareholder”** a holder of Shares of Company; and

<b>“Split Factor”</b>	the rate by which the Classes of Shares will be sub-divided as further set out in <u>Schedule A</u> ;
<b>“Stock Split”</b>	the proposed sub-division of the Classes of Shares into shares of a larger amount as further described in the Circular;
<b>“Supplement”</b>	the supplement of each of the Funds;
<b>“UCITS Regulations”</b>	the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (S.I. No. 352 of 2011) as amended by the European Union (Undertakings for Collective Investment in Transferable Securities) (Amendment) Regulations 2016 (S.I. No. 143 of 2016) and the European Union (Undertakings for Collective Investment in Transferable Securities) (Amendment) Regulations 2019 (S.I. No. 430 of 2016), as may be amended, supplemented, consolidated or otherwise modified from time to time.

**CIRCULAR TO SHAREHOLDERS OF  
UBS (IRL) ETF PLC**

**26 July 2024**

**Proposed Stock Split of:**

- the (Hedged to CHF) A-Acc Class of Shares of UBS (Irl) ETF Plc – S&P 500 UCITS ETF;
- the (Hedged to CHF) A-Acc Class of Shares of UBS (Irl) ETF Plc – MSCI World Socially Responsible UCITS ETF; and
- the (Hedged to CHF) A-Acc Class of Shares of UBS (Irl) ETF Plc – S&P 500 ESG UCITS ETF

Dear Shareholder,

We are writing to you as a Shareholder of the Company to inform you that the Directors have resolved to convene an EGM of the Company to be held at 10 a.m. (Irish time) on 20 August 2024 at the Company's registered office at Second Floor, 5 Earlsfort Terrace, Dublin 2, Ireland to consider proposals to provide for the Stock Split of the Classes of Shares in accordance with Article 39.1 of the Constitution.

Although the Stock Split is proposed in respect of the Classes of Shares only, the Circular is provided to all Shareholders for transparency purposes.

**1. Stock Split**

The rationale for the Stock Split is to aim to reduce the Net Asset Value per Share of each Class of Shares in order to increase accessibility of the Shares and allow for more granular investments, in particular for retail investors.

For illustration purposes only, an example of the application of the Stock Split at the proposed Split Factor for each of the Classes of Shares is included at Schedule A hereto. The Stock Split does not change the value of your investments.

**2. Approval**

The approval by 50% of votes cast by Shareholders present (in person or by proxy) at the EGM is necessary in order for the Stock Split to be approved.

The quorum for the EGM of the Company is one Shareholder present (in person or by proxy). If within half an hour from the time appointed for the EGM, a quorum is not present, it shall be adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine.

It is expected that the Stock Split will be effective on 16 September 2024, subject to receipt of the necessary approvals at the EGM.

You will find, in Schedule B, a notice convening the EGM together with a related proxy form which will enable Shareholders to vote at the EGM by proxy rather than in person.

**Shareholders who cannot attend in person are urged to complete and return the proxy forms as soon as possible and in any event no later than 10 a.m. (Irish time) on 19 August 2024.**

### 3. Action to be taken

We would draw your attention to the notices for the EGM. Shareholders are urged to complete and return the proxy forms set out in Schedule B of this Circular.

If you do not intend to attend the EGM in person, it is important that you exercise your voting rights in respect of the EGM by completing and returning your enclosed proxy form so that it will arrive by 10 a.m. (Irish time) on 19 August 2024 at the address set out in the proxy forms.

If you have any queries in relation to the above, please seek advice from your stockbroker, bank manager, legal adviser, accountant or other independence financial advisor.

### 4. Recommendation

The Board believes that the resolution to be proposed at the EGM is in the best interests of the Shareholders as a whole and, accordingly, the Directors strongly recommend that you vote in favour of the resolution. The Stock Split does not change the value of your investments. Shareholders may continue to redeem their investments in the Company free of charge on any Dealing Day in accordance with the provisions of the Prospectus.

Yours faithfully

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Director, for and on behalf of  
**UBS (Irl) ETF Plc**

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Director, for and on behalf of  
**UBS (Irl) ETF Plc**

Dublin and Basle, 26 July 2024 | The Company

The Prospectus, the PRIIPs KID (Packaged Retail and Insurance-based Investment Products Key Information Document), the Articles of Association and the annual and semi-annual reports relating to the Fund may be obtained or ordered free of charge from the Paying Agent in Switzerland, UBS Switzerland AG, Bahnhofstrasse 45, CH-8001 Zurich and from the Representative in Switzerland UBS Fund Management (Switzerland) AG.

The domicile of the collective investment scheme is Ireland.

UBS (Irl) ETF plc  
2nd Floor, 5 Earlsfort Terrace,  
Dublin 2, Ireland  
Ireland

Representative in Switzerland:  
UBS Fund Management (Switzerland) AG  
Aeschenvorstadt 1  
CH-4051 Basel

24.096RS

**Schedule A**

**Stock Split Examples**

**(Hedged to CHF) A-Acc Class of Shares of UBS (Irl) ETF Plc – S&P 500 UCITS ETF**

<b>No. of Shares Pre Stock Split</b>	<b>Net Asset Value per Share Pre Stock Split</b>	<b>Total Shareholding Value Pre Stock Split</b>	<b>Split Factor Effective Date</b>	<b>No. of Shares Post Stock Split</b>	<b>Net Asset Value per Share Post Stock Split</b>	<b>Total Shareholding Value Post Stock Split</b>
100	\$20	\$2,000	5	500	\$4	\$2,000

**(Hedged to CHF) A-Acc Class of Shares of UBS (Irl) ETF Plc – MSCI World Socially Responsible UCITS ETF**

<b>No. of Shares Pre Stock Split</b>	<b>Net Asset Value per Share Pre Stock Split</b>	<b>Total Shareholding Value Pre Stock Split</b>	<b>Split Factor Effective Date</b>	<b>No. of Shares Post Stock Split</b>	<b>Net Asset Value per Share Post Stock Split</b>	<b>Total Shareholding Value Post Stock Split</b>
100	\$18	\$1,800	3	300	\$6	\$1,800

**(Hedged to CHF) A-Acc Class of Shares of UBS (Irl) ETF Plc – S&P 500 ESG UCITS ETF**

<b>No. of Shares Pre Stock Split</b>	<b>Net Asset Value per Share Pre Stock Split</b>	<b>Total Shareholding Value Pre Stock Split</b>	<b>Split Factor Effective Date</b>	<b>No. of Shares Post Stock Split</b>	<b>Net Asset Value per Share Post Stock Split</b>	<b>Total Shareholding Value Post Stock Split</b>
100	\$18	\$1,800	6	600	\$3	\$1,800



## **Schedule B**

### **Notice of Extraordinary General Meeting of UBS (Irl) ETF PLC**

NOTICE is hereby given that an Extraordinary General Meeting of the Shareholders of UBS (Irl) ETF Plc (the "Company") will be held at the registered office of the Company located at Second Floor, 5 Earlsfort Terrace, Dublin D02 CK83, Ireland at 10 a.m. (Irish time) on 20 August 2024 for the purposes of transacting the following business:

#### **Special Resolution:**

- To approve the Stock Split as disclosed in the Circular dated 26 July 2024.

By order of the Board

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for and on behalf of **Dechert Secretarial Limited**  
**Company Secretary**

Dated this 26 July 2024

*{The remainder of this page is left intentionally blank; Notes to this Notice follow.}*

**Notes:**

1. The required quorum at the meeting is one (1) shareholder present in person or by proxy. If a quorum is not present within half an hour (30 minutes) from the appointed time for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine. At the adjourned meeting, if a quorum is not present within half-an-hour from the time appointed for holding the meeting, the meeting shall be dissolved.
2. Shareholders are entitled to attend and vote at the Extraordinary General Meeting (or any adjournment thereof). A shareholder may appoint a proxy or proxies to attend, speak and vote on his/her behalf. A proxy need not be a shareholder of the Company.
3. At the Extraordinary General Meeting, the resolutions put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded by the Chairman or by any shareholder present in person or by proxy. Unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution. a demand for a poll may be withdrawn.
4. On a show of hands, each shareholder present in person or by proxy shall have one vote. On a poll every shareholder present in person or by proxy shall have one (1) vote for every share held by that shareholder.
5. Capitalised terms used but not otherwise defined herein shall have the same meaning as set out in the Prospectus.

**Form of Proxy**  
**for**  
**UBS (Irl) ETF PLC**

\*I/We \_\_\_\_\_

of \_\_\_\_\_

nominate \_\_\_\_\_, or failing \*him/her, the Chairman of the meeting or failing him/her any one (1) director of the Company or failing one of them, Jennifer McGurdy or failing her, Katie Crossan or failing her any staff member of Dechert Secretarial Limited or employee of Dechert LLP in Ireland, as \*my/our proxy to vote for \*me/us and on \*my/our behalf at the Extraordinary General Meeting of the shareholders of UBS (Irl) ETF PLC to be held at the registered office of UBS (Irl) ETF Plc (the “**Company**”) located at Second Floor, 5 Earlsfort Terrace, Dublin D02 CK83, Ireland at 10 a.m. (Irish time) on 20 August 2024 (Irish time) and at any adjournment thereof.

\*Delete as appropriate

Please indicate with an “X” in the space below how you wish your votes to be cast in respect of each Resolution. If no specific direction as to voting is given the proxy will vote or abstain from voting at his discretion.

<b>SPECIAL RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>
TO:  (i)      approve the Stock Split as disclosed in the Circular dated 26 July 2024.		

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**IF RELEVANT, PLEASE PRINT YOUR NAME OR THE NAME OF THE CORPORATION YOU ARE EXECUTING THIS FORM ON BEHALF OF AND YOUR ADDRESS UNDERNEATH**

Print Name:

\_\_\_\_\_

Print address:

\_\_\_\_\_

\_\_\_\_\_

*{The remainder of this page is left intentionally blank; Notes to this Form of Proxy follow.}*

## NOTES:

1. Only those Shareholders registered in the Register of Members at the Voting Record Time, being 10 a.m. (Irish time) on 20 August 2024 or, if the EGM is adjourned, 10 a.m. (Irish time) forty eight hours prior to the day of the adjourned EGM shall be entitled to attend, speak, ask questions and vote at the EGM or, if relevant, any adjournment thereof. The number and value of Shares which you are entitled to vote at the EGM will be determined by reference to the Register of Members as at the Voting Record Time. Furthermore, the value attributable to each Share for the purpose of voting at the EGM shall be the Net Asset Value per Share (as calculated in accordance with the Articles of the Company) of such Share at the Voting Record Time. Changes in the Register of Members after the Voting Record Time will be disregarded in determining the right of any person to attend and/or vote at the EGM.
2. A Shareholder must insert his full name and registered address in type or block letters. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
3. If you wish to appoint a proxy other than the Chairman of the EGM, any other Director of the Company and the other individuals specified in this Form of Proxy please insert his/her name and address in the space provided. A proxy need not be a member of the Company but must attend the Meeting in person, or any adjourned EGM, to represent you.
4. Where the Shareholder is an individual, this Form of Proxy may be executed by an attorney on behalf of such Shareholder duly authorised in writing to do so.
5. Where this Form of Proxy is executed by a corporation or body corporate, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
6. To be valid, a completed Form of Proxy and any power of attorney under which it is signed must be received as follows:
  - (i) in the case of investors with accounts in the Clearstream system, to Clearstream electronically via COL/XACT/MT565 Swift no later than 10 a.m. (Irish time) on 19 August 2024 or, if the EGM is adjourned, 10 a.m. (Irish time) forty eight hours prior to the day of the adjourned meeting. Failure to provide Clearstream with the required information will result in the rejection of the instruction. Please note that an additional fee will apply to free format MT568/599 instructions. For inquiries, Clearstream investors are advised to contact their regular customer support team.
  - (ii) or, alternatively, to the offices of Dechert Secretarial Limited, Second Floor, 5 Earlsfort Terrace Dublin D02 CK83, Ireland as soon as possible and in any event, not later than 10 a.m. (Irish time) on 19 August 2024.
7. If this Form of Proxy is properly executed and returned, it will be voted in the manner directed by the Shareholder executing it or, if no directions are given, will be voted at the discretion of the Chairman of the EGM or any other person duly appointed as proxy by the Shareholder.